

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 75418 / July 9, 2015

ADMINISTRATIVE PROCEEDING
File No. 3-16683

In the Matter of

JUSTIN G. DICKSON,

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Justin G. Dickson (“Dickson” or “Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings and the findings contained in Section III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Dickson, age 39, is a resident of Midvale, Utah. Dickson was an independent contractor for AVF, Inc., and the vice president and chief executive officer of AV Funding, LLC. Dickson has never held any securities licenses and has never been associated with a registered broker-dealer.

2. On July 6, 2015, a final judgment was entered by consent against Dickson, permanently enjoining him from future violations of Section 5 of the Securities Act of 1933 ("Securities Act") and Sections 10(b) and 15(a) of the Exchange Act, and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Christopher A. Seeley and Justin G. Dickson, Civil Action Number 2:11-cv-00907-CW-BCW, in the United States District Court for the District of Utah.

3. On September 28, 2011, the Commission filed its complaint against Dickson alleging violations of the federal securities laws related to Dickson's conduct with two entities, AVF, Inc. ("AVF") and AV Funding, LLC ("AV Funding"). In 2014, the Court dismissed the claim under Section 17(a) of the Securities Act as to both AVF and AV Funding, and the claim under Section 15(a)(1) of the Exchange Act as to AVF. The remaining claims in the Commission's complaint alleged that Dickson offered and sold securities of AV Funding in violation of Section 15(a)(1) of the Exchange Act and, in connection with the offer and sale of such securities, Dickson aided and abetted material misrepresentations and omissions to investors in violation of Section 10(b) of the Exchange Act. The complaint also alleged that Dickson offered and sold the securities of AVF and AV Funding in unregistered transactions in violation of Section 5 of the Securities Act.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Dickson's Offer.

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Dickson be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, or transfer agent; and

Pursuant to Section 15(b)(6) of the Exchange Act Respondent Dickson be, and hereby is barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Brent J. Fields
Secretary